

**BYLAWS**  
**OF**  
**THE MUHAMMAD SUBUH FOUNDATION**

**GENERAL PURPOSE**

1. The purpose of The Muhammad Subuh Foundation (the "Foundation"), a Commonwealth of Virginia non-stock corporation, is to operate exclusively for charitable, educational, religious or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. The purposes for which the Foundation is organized are to operate exclusively to carry out the aims of the World Subud Association ("WSA"), an organization exempt from federal income tax under 501(c)(3) of the Internal Revenue Code of 1986, as amended, and more specifically to:

A. The aims and purposes of the Foundation include the aims of WSA, which are incorporated by reference herein.

B. Receive donations from any source, in cash or in other property, whether or not their use or purposes is restricted with regard to the timing, manner, amount, or other terms of distribution, provided that such uses and purposes are consistent with the purposes of the Foundation, its Articles of Incorporation and these Bylaws.

C. To apply its assets within the requirements of these Bylaws and at such time and manner and in such amounts as the Trustees may determine, or as may be required by a donor of restricted donations, to the use and purposes set forth in these Bylaws and in support of the WSA.

D. To hold in custody and manage for the WSA certain valuable assets in accordance with the Bylaws of the Foundation.

E. To provide services and funds, pursuant to approval of the WSA, for activities of other entities which, directly or indirectly, support or benefit the aforesaid purposes so long as such entities, if domestic organizations, qualify as tax exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and, if such entities are organized under the laws of a foreign country, so long as such entities are organized and operated for charitable, educational, religious or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended and provided that such distributions are in all events made in accordance with federal and state laws, the Articles of Incorporation and these Bylaws.

F. To engage in solicitation and fund raising for the aforesaid purposes to the extent and in such capacity as shall be permitted by law.

**OFFICES**

2. The principal office of the Foundation shall be located at: 10 Waterside Plaza, Apartment 22J, New York, NY 10010. The Foundation may also have offices at such other places as the Board of Trustees [hereinafter sometimes referred to as the "Board" or the "Trustees"] shall appoint if the business of the Foundation so requires.

#### SEAL

3. The seal of the Foundation shall bear the name of the Foundation, the year of its creation, and the words "Corporate Seal."

#### MEMBERS

4. The Foundation shall have no members.

#### TRUSTEES

##### General Powers of Trustees

5. The Board of Trustees shall be charged with the control and management of the affairs, business, and properties of the Foundation. The Board of Trustees shall in all cases act as a Board and may adopt such rules and regulations for the conduct of its meetings as it may deem proper so long as such action is not inconsistent with the laws of the Commonwealth of Virginia, these Bylaws, or the Articles of Incorporation.

##### SPECIFIC POWERS OF Trustees

6. Without prejudice to the general powers conferred by the last preceding clause and the other powers conferred by the Articles of Incorporation and these Bylaws, it is hereby expressly declared that the Board of Trustees shall have the following powers:

First: To make and change rules and regulations, not inconsistent with these Bylaws, for the management of the Foundation's business and affairs;

Second: To purchase, sell, exchange, solicit and accept donations, or otherwise acquire or dispose for the Foundation any property, rights, or privileges which the Foundation is authorized to acquire, at such price and on such terms and conditions and for such consideration as the Board shall, in its discretion, deem appropriate;

Third: To distribute, by grant, gift or otherwise, at least annually, the net income of the Foundation, after deduction for Foundation operating expenses and a reserve for inflation, to, or for the benefit of, WSA.

Fourth: Upon authorization as provided herein, to distribute such principal or other property of the Foundation to, or for the benefit of, WSA

Fifth: To appoint and, at its discretion, remove or suspend such subordinate officers, agents, or servants, permanently or temporarily, as it may deem appropriate, and to determine their duties and specify their salaries or emoluments, and to require security in such instances and in such amounts as the Board deems appropriate;

Sixth: To confer upon any appointed officer of the Foundation, by resolution, the power to choose, remove, or suspend such subordinate officers, agents, or servants; and

Seventh: To determine who shall be authorized on the Foundation's behalf to sign bills, notes, receipts, acceptances, endorsements, checks, releases, contracts, and documents.

### NUMBER AND APPOINTMENT OF TRUSTEES

7. The number of Trustees shall be at least seven (7) and a maximum of ten(10).

A. The Chairperson of WSA shall serve, ex-officio as a Trustee for a term coterminous with his or her term as Chairperson, provided, however, that should the Chairperson of WSA already be serving as a Trustee (i.e., as Lifetime Trustee), then the Deputy Chairperson shall so serve, ex-officio, unless and until the individual serving as Chairperson is not otherwise a Trustee, in which event such Chairperson shall commence to serve as Trustee, ex-officio.

B. The two Trustees named in the Articles of Incorporation to serve perpetual terms (the "Lifetime Trustees") shall each serve until the earlier to occur of (i) his death or (ii) his removal in accordance with these Bylaws. Upon the termination of the term of either Lifetime Trustee, the vacancy shall be filled in accordance with the provisions of these Bylaws for filling any vacancy of an elected Trustee and for a term not to exceed four (4) years. Thereafter such positions shall be filled by the Board of Directors of WSA and in the same manner as set out in Subparagraph 7(C) below for the elections of Trustees.

C. The initial Trustees have been named in the Articles of Incorporation to serve the initial terms indicated therein. Except as provided in Paragraphs 7(A) and 7(B) above, and upon expiration of the terms of the initial Trustees, the Trustees shall be elected by the Board of Directors of WSA at its annual meeting. Each Trustee so elected shall serve a four (4) year staggered term. Each Trustee shall serve until his or her successor shall have been elected and qualified.

D. With the sole exception of the Chairperson of WSA (or the Deputy Chairperson, if applicable) who shall serve, ex officio as a Trustee, and notwithstanding Paragraph 7(C) above, no individual shall serve as Trustee of the Foundation while also serving as a director of WSA. Should an individual be elected to serve as Trustee while serving in the position of director of WSA, the term of such individual as Trustee shall not commence unless and until his or her term as officer or director has terminated. Similarly, should an individual serving as Trustee be elected as a director of WSA, such individual's term as Trustee must be terminated prior to his or her commencing to serve as an officer or director of WSA. However, the Foundation shall consult with the International Subud Committee (ISC) Chairperson at its meetings.

E. Nominations to the office of trustees may be made by the National organizations through the zonal councils or by Muhammad Subuh Foundation Trustees presently in office or by WSC. It is recommended that nominations from the National organizations are decided through guidance at Zonal meeting, and all nominations should be accompanied by pertinent information about the candidates.

The appointment of trustees shall be made at Congress or at a World Subud Council meeting by the directors of WSA (the chairman of WSA and Zonal representatives) assisted by the international helpers. The MSF chairman shall be appointed in a Plenary meeting at Congress.

#### FIRST MEETING OF TRUSTEES AFTER APPOINTMENT

8. After the election of the Trustees, the newly appointed Board of Trustees shall meet for the purpose of organization and otherwise, and no notice of such meeting shall be necessary to the newly appointed Trustees in order to legally constitute the meeting, if a majority of the whole Board is actually present. The place and time of the first meeting of the Board shall be fixed by the Board.

At the first meeting after the appointment of Trustees, the Board shall elect a Chairperson, a Chief Executive Officer and, at its discretion, one or more Vice-Presidents and other officers.

The Board of Trustees shall also appoint at such meeting a Secretary and a Treasurer, who need not be members of the Board and who shall hold office at the pleasure of the Board for a term of one (1) year, or, if greater, until the next regular annual meeting of the Board of Trustees.

All such appointed officers shall be subject to removal by resolution of the Board at any time, with or without cause, provided that a majority of the whole Board shall vote in favor thereof.

#### REGULAR ANNUAL MEETINGS OF BOARD

9. Regular annual meetings of the Board of Trustees shall be held at the discretion of the Board of Trustees prior to the completion of the fiscal year of the Foundation. Such meeting will be held at such place that the Board of Trustees may designate. At such meetings the Trustees for the next year shall receive annual reports. Notice of the meeting shall be mailed, except as herein or by statute otherwise provided, to the last recorded address of each Trustee at least five days and not more than 40 days before the date of the meeting. All notices of meetings shall set forth the place, date, time and purpose of the meeting.

#### ANNUAL WSA/FOUNDATION MEETING

10. The Trustees shall meet at least annually with the World Subud Council (WSC) for the purpose of jointly setting the Foundation programs and approving the Foundation's annual budget. Notice requirements of the meeting shall be identical to the notice

requirements for a regular meeting except that "WSC member and Foundation Trustee" shall be substituted for the word "Trustee".

#### SPECIAL MEETINGS OF BOARD

11. Except as otherwise provided in these Bylaws regarding notice for a special meeting for the purpose of making an Extraordinary Distribution, special meetings of the Board may be called by the Chief Executive Officer on twenty (20) days notice to each Trustee, such notice to be made either personally, telephonically or by wire; special meetings may be called in like manner and on like notice on the written request of any four Trustees. With the written consent of a majority of the Trustees, a shorter notice may be given.

#### QUORUM AT MEETINGS OF BOARD

12. A majority of the Trustees shall be necessary at all meetings to constitute a quorum for the transaction of any business. If a quorum is present, the affirmative vote of a majority of the Trustees present shall be deemed the act of the Board of Trustees unless the vote of a greater number of Trustees is required by law, the Articles of Incorporation, or these Bylaws.

#### INFORMAL ACTION BY TRUSTEES

13. Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting if a written consent to such action is signed by 2/3 of the members of the Board and such consent is filed with the minutes of the Board.

#### CERTAIN ACTION BY TRUSTEES

14. (a) The Trustees shall apply the assets of the Foundation within the requirements of the Articles of Incorporation and these Bylaws, at such times and in such manner and in such amounts as they may determine and as may be required by donor restricted donations, to the uses and purposes set forth in the Articles and Bylaws of the Foundation and to, or for the benefit of, the aims of WSA.

(b) The annual programs and budget of the Foundation shall be approved by a 2/3 vote of the Trustees and WSA Board of Directors present at a duly called WSA/Foundation meeting. The Congress/WSC shall set the policies, aims and priorities of MSF.

(c) The Trustees shall, at least annually, distribute to the WSA such portion of the Foundation's annual income pursuant to the Foundation's approved annual budget.

(d) Except as provided in paragraph 14 (b), and subject to the written approval of WSA, no more than 10 percent of the general fund and restricted fund assets of the Foundation may be distributed except by a vote of 3/4 of the Trustees present at a duly constituted meeting of the Board of Trustees (or in lieu thereof, by unanimous written consent

of Trustees). In the event that a meeting is called for such purpose (an "Extraordinary Distribution"), notice shall be provided to each Trustee, as listed on the books of the Foundation 30 days prior to the date of mailing of such notice, at least 90 days prior to the date of such meeting, stating the time, place and purpose of such meeting.

#### INVESTMENTS

15. (a) The Trustees shall invest Foundation assets at all times in a prudent manner.
- (b) The voting rights of any shares owned by the Foundation shall be vested with WSA.

#### COMPENSATION OF TRUSTEES

16. No Trustee shall receive any salary or compensation for his or her services as a Trustee except as may be approved by the Board of Directors of WSA.

#### REMOVAL OF TRUSTEES

17. The Directors of WSA may remove, with or without cause, any Trustee or Trustees from office and may elect a successor or successors to fill any resulting vacancies for the remainder of his or her term, provided, however, should a Lifetime Trustee be so removed, his replacement shall serve a term of no more than four (4) years, in accordance with Article 7 of these Bylaws.

#### OFFICERS

18. The officers of the Foundation shall be chosen by a majority vote of the Board of Trustees. The officers shall include a Chairperson, a Chief Executive Officer, a Secretary, and a Treasurer. The Board of Trustees may, in accordance with the procedures described in these Bylaws, appoint such other officers as are necessary to transact the business of the Foundation. The Board may provide that any two or more offices may be held by the same person, except the offices of Chief Executive Officer and Secretary.

#### CHAIRPERSON

19. The Chairperson shall preside over the meetings of the Board of Trustees. In the event the Chairperson is not in attendance at a Board meeting, the Trustees shall elect a temporary chairperson to preside at such meeting only.

#### CHIEF EXECUTIVE OFFICER

20. The Chief Executive Officer shall be charged with the general and active management and direction of the operations of the Foundation; shall see that all orders and

resolutions of the Board are effectuated; shall execute under the seal of the Foundation all contracts requiring a seal; shall keep in safe custody the seal of the Foundation, and, when authorized by the Board, affix that seal to any instrument requiring the same, and the seal when so affixed shall be attested by the signature of the Secretary or Treasurer. The Chief Executive Officer may delegate the custody of the seal to the Secretary.

The Chief Executive Officer shall have general superintendence and direction of all the other officers of the Foundation and shall see that their duties are properly performed.

The Chief Executive Officer shall submit a report of the operations of the Foundation for the fiscal year to the Trustees at their annual meeting, and from time to time shall report to the members of the Board of Trustees all matters within the Chief Executive Officer's knowledge which the interests of the Foundation may require them to know.

The Chief Executive Officer shall be ex-officio a member of all standing committees, shall have the general power and duties of the Chief Executive Officer of a corporation, and shall perform such other duties as the Board may direct.

#### SECRETARY

21. The Secretary shall keep minutes of all meetings of the Trustees, acting as clerk thereof, recording all votes and the minutes of all proceedings in a book to be kept for that purpose, and perform like duties for standing committees; shall give, or cause to be given, notice of all meetings of the Board of Trustees; shall maintain at all times in the principal office of the Foundation at least one copy of the Bylaws with all amendments to date; shall make the Bylaws, the annual statement of the affairs of the Foundation, and any other document on file at the office of the Foundation available for inspection by an officer or Trustee during reasonable business hours; and shall perform such other duties as may be prescribed by the Board of Trustees or the Chief Executive Officer.

#### TREASURER

22. The Treasurer shall have custody of the corporate funds and securities; shall keep full and accurate accounts of receipts and disbursements in books belonging to the Foundation; and shall deposit all moneys and other valuable effects in the name and to the credit of the Foundation in such depositories as may be designated by the Board of Trustees.

The Treasurer shall disburse the funds of the Foundation as may be ordered by the Board of Trustees, taking proper voucher for such disbursements, and shall render to the Chief Executive Officer and the Board of Trustees, at its regular meetings or when the Board of Trustees so requires, an account of all transactions conducted as Treasurer and of the financial condition of the Foundation.

If required by the Board of Trustees, the Treasurer shall give the Foundation a bond for the faithful performance of the duties of that office in such sum and with such surety or sureties as shall be satisfactory to the Board of Trustees.

### OTHER OFFICERS AND SUBSTITUTES

23. The Assistant Treasurers and Assistant Secretaries, if any, shall perform such duties as may be assigned to them by the Board of Trustees or the Chief Executive Officer. The Board of Trustees may, at any other time, designate any other person or persons, on behalf of the Foundation, to sign any contracts, deeds, notes, or other instruments in the place or stead of any of the officers, and may designate any person to fill any one of the said offices, temporarily or for any particular purpose; and any instruments so signed in accordance with a resolution of the Board shall be the valid act of this Foundation as fully as if executed by any regular officer.

### RESIGNATIONS

24. Any Trustee or officer may resign his office at any time, such resignation to be made in writing to the Foundation and WSA and to take effect from the time the same is received by the Foundation, unless some time is specified in the resignation, and then from that date. The acceptance of a resignation shall not be necessary to make it effective.

### VACANCIES

25. If the office of any Trustee becomes vacant for any reason (including an increase in the number of Trustees), the Board of Directors of the WSA shall elect a Trustee to fill the vacancy for the unexpired portion of the term. Any vacancy in the ex-officio Trustee position for WSA Chairperson (or WSA Deputy Chairperson as the case may be) shall be filled by the person who next becomes WSA Chairperson (or WSA Deputy Chairperson, if appropriate). If the office of Chief Executive Officer, Secretary, or Treasurer becomes vacant for any reason, the Trustees, by a majority vote, may choose a successor or successors who shall hold office for the unexpired term.

### COMPENSATION OF OFFICERS

26. The salaries and other compensation of all officers and agents of the Foundation shall be as fixed by the Board of Trustees.

### INDEMNIFICATION OF OFFICERS AND TRUSTEES

27. The Foundation shall indemnify, to the fullest extent permitted and required by the Virginia Non-stock Corporation Act, as such Act exists now or may hereafter be amended, its Trustees and Officers who are made a party to any proceeding by reason of their office for acts or omissions performed in their official capacity.

#### NOTICE

28. Whenever notice is required by statute or by these Bylaws to be given to the Trustees, or any officer of the Foundation, personal notice is not meant unless expressly stated and any notice so required shall be deemed to be sufficient if given by depositing the same in a post office box, properly stamped, addressed to each Trustee, or officer, and such notice shall be deemed to have been given at the time of such mailing, except where notice is required to be given by wire, in which case notice shall be deemed to be given at the time the same is delivered to the telegraph or telephone company.

#### WAIVER

29. Whenever any notice whatsoever is required to be given under the provisions of the statutes or under the provisions of the Articles of Incorporation or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

#### TELEPHONIC MEETINGS

30. Subject to the provisions of applicable statutes and these Bylaws, members of the Board of Trustees may participate in and hold a meeting of the Board of Trustees by means of telephone conference by which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this paragraph 30 shall constitute presence in person at such meeting.

#### FISCAL YEAR

31. The fiscal year of the Foundation shall be the year beginning on January 1 and ending on December 31.

#### ACCOUNTING TO THE WSA

32. The Foundation shall render audited financial statements in accordance with international generally accepted accounting principles and auditing standards to the Board of Directors of the WSA at least annually within 120 days after the end of the Foundation's fiscal year. The Directors of the WSA shall approve or reject such accounts by an instrument in writing delivered to the Trustees. In the absence of the delivering of an instrument in writing of exceptions or objections to any such accounting within 180 days after receipt of such, the Directors of the WSA shall be deemed to have approved such accounts; and in such case or upon the written approval of the Directors of the WSA, the requirement of this Article 32 shall be satisfied.

Notwithstanding the requirement for audited financial statements above, the WSA Board of Directors may temporarily waive such requirement for no more than one fiscal year at a time by providing the Board of Trustees with written notice of such waiver. If such waiver is granted by WSA, then the Foundation shall render reviewed financial statements in

accordance with international generally accepted accounting principles and auditing standards under the same terms and conditions as set forth above.

#### AMENDMENTS

33. The Board of Trustees, by the affirmative vote of a two-thirds of the Trustees, may propose to add to, alter, amend, repeal, or suspend these Bylaws at any regular meeting of the Board or at any special meeting of the Board, provided that notice of the proposed alteration or amendment has been given to each Trustee. Such addition, alteration, amendment, repeal, or suspension shall be effective only upon approval by the Board of Directors of WSA in accordance with its internal procedures.

#### GRANTS TO OTHER ORGANIZATIONS

34. The Board of Trustees shall review all requests for funds from other organizations. The Board shall require that such requests specify the use to which the funds will be put, and if the Board approves the request, it shall authorize payment of such funds to the approved grantee. The Board of Trustees shall require that the grantees furnish a periodic accounting to show that the funds were expended for the purposes which were approved by the Board. The Board may, in its absolute discretion, refuse to make any grants or contributions or otherwise render financial assistance to or for any or all the purposes for which the funds are requested. After the Board of Trustees has approved a grant to another organization for a specific project or purpose, the corporation may solicit funds for the grant to the specifically approved project or purpose of the other organization. However, the Board of Trustees shall, at all times, have the right to withdraw approval of the grant and use the funds for other charitable, scientific or educational purposes.

#### NATIONAL BRANCHES OF MUHAMMAD SUBUH FOUNDATION

35. The Board of Trustees may appoint a National Branch, and such other committees as may be necessary from time to time, consisting of such powers as it may designate, consistent with the Articles of Incorporation and with consent of WSA.

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